

688936

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
BAPTIST HEALTH VENTURES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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**ARTICLES OF MERGER
MERCING
PENSACOLA POB INCORPORATED
INTO
BAPTIST HEALTH VENTURES, INC.**

The following articles of merger are submitted in accordance with the Florida Business Corporations Act, pursuant to Section 607.1105, Florida Statutes.

ARTICLE I – SURVIVING CORPORATION

The name of the surviving corporation is BAPTIST HEALTH VENTURES, INC. (Document # G88936), which was formed under the laws of and is subject to the jurisdiction of Florida. The surviving corporation exists before the merger and is a domestic filing entity.

ARTICLE II – MERGING CORPORATION

The name of the merging corporation is PENSACOLA POB INCORPORATED (Document # H27504) which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE III – PLAN OF MERGER

The Plan of Merger is attached.

ARTICLE IV – EFFECTIVE DATE

The merger shall become effective on the date and time that these Articles of Merger are accepted by the Florida Department of State, Division of Corporations.

**ARTICLE V- ADOPTION OF MERGER BY
SURVIVING CORPORATION**

The merger was approved by the board of directors of BAPTIST HEALTH VENTURES, INC. on October 1, 2020 and shareholder approval was not required.

**ARTICLE VI - ADOPTION OF MERGER BY
MERCING CORPORATION**

The merger was approved by the board of directors of PENSACOLA POB INCORPORATION on October 1, 2020 and shareholder approval was not required.

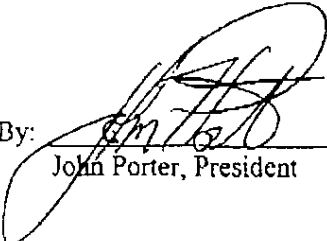
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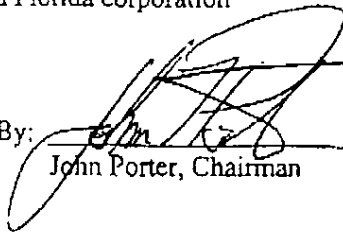
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Executed this 1st day of October, 2020.

PENSACOLA POB INCORPORATED,
a Florida corporation

By: 
John Porter, President

BAPTIST HEALTH VENTURES, INC.,
a Florida corporation

By: 
John Porter, Chairman

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 1st day of October, 2020, pursuant to Sections 607.1101 and 607.1104 of the Business Corporation Act of the State of Florida, between PENSACOLA POB INCORPORATED, a Florida corporation ("POB" or the "Merged Corporation"), with and into BAPTIST HEALTH VENTURES, INC., a Florida corporation ("BHV" or the "Surviving Corporation").

WITNESSETH:

WHEREAS, BHV is the parent of, and owns all of the issued and outstanding stock of, POB;

WHEREAS, POB and BHV desire to merge into a single corporation; and

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: BHV hereby merges into itself POB and said POB shall be hereby merged into BHV, which shall be the surviving corporation.

SECOND: The Articles of Incorporation of BHV as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of the Merged Corporation into shares or other securities of the Surviving Corporation shall be as follows:

- (a) Each share of common stock of the Surviving Corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
- (b) Each share of common stock of the Merged Corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be canceled and retired without any payment therefor.
- (c) After the effective date of this merger, each holder of an outstanding certificate representing shares of common stock of the Merged Corporation shall surrender the same to the Surviving Corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the Surviving Corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the Merged Corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the Surviving Corporation for all corporation purposes as evidencing the ownership of shares of the Surviving Corporation as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered

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owner of any uncertificated shares of common stock of the Merged Corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the Surviving Corporation on the basis provided herein.

FOURTH: The terms and conditions of the merger are as follows:

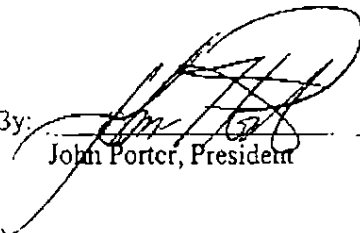
- (a) The by-laws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the by-laws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided
- (b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- (c) This merger shall become effective upon filing with the Secretary of State of Florida. However, for all accounting purposes the effective date of the merger shall be October 1, 2020.
- (d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation respectively. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

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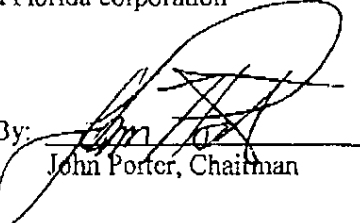
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IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the undersigned as the respective act, deed and agreement of each of said corporations, on this 1st day of October, 2020.

PENSACOLA POB INCORPORATED,
a Florida corporation

By:  _____
John Porter, President

BAPTIST HEALTH VENTURES, INC.,
a Florida corporation

By:  _____
John Porter, Chairman

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